

RECORDATION NO. **23228-E** FILED

DEC 15 '00 12-16 PM
75
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 15, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Supplement to Lessor Security Agreement (U.S.), dated December 15, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lessor Security Agreement which was filed with the Board under Recordation Number 23228-A.

The names and addresses of the parties to the enclosed document are:

Lessor:	SNC Fintrack Pampero 103 Avenue des Champs Elysees 75008 Paris, France
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue NE Washington, DC 20002

A description of the railroad equipment covered by the enclosed document is:

One (1) high speed electric locomotive AMTK 656 and Trainset Number 6 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
December 15, 2000
Page Two

A short summary of the document to appear in the index follows:

Supplement to Lessor Security Agreement (U.S.) between SNC Fintrack Pampero, Lessor, and National Railroad Passenger Corporation covering one (1) highspeed electric locomotive AMTK 656 and Trainset Number 6 bearing AMTK reporting marks and road numbers attached hereto.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

SCHEDULE I

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
One (1) Dual Cab High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	656
High-Speed Trainset Number 6 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2030 AMTK 2031
One (1) End Club Car	AMTK 3215
One (1) Bistro Car	AMTK 3302
One (1) End Coach Car	AMTK 3417
Three (3) Coach Cars	AMTK 3554 AMTK 3549 AMTK 3555

SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.)

THIS SUPPLEMENT TO LESSOR SECURITY AGREEMENT (U.S.) (this "Supplement") dated as of December 15th, 2000, by and between SNC FINTRACK PAMPERO, a *société en nom collectif* with a share capital of 1000, having its registered office (*siège social*) at 103, avenue des Champs Elysées, 75008, Paris, France, as Lessor hereunder (hereinafter called "Lessor"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia, whose chief executive office is at 60 Massachusetts Avenue, N.E., Washington D.C. 20002 ("Amtrak") (together with its successors and its permitted assignees, including the US Lessor, hereafter referred to as "Lessee").

W H E R E A S :

(A) Lessor and Lessee have entered into that certain Security Agreement dated November 15, 2000 (the "Security Agreement"), relating to that certain Credit-Bail Agreement (the "Lease") dated as of September 25, 2000 with Amtrak, covering the railroad equipment defined in Schedule A thereto;

(B) Lessor and Lessee have entered into that certain Lease Supplement dated December 1st, 2000, (the "Second Lease Supplement") covering the railroad equipment identified on Schedule A (the "Additional Equipment" which Additional Equipment, together with the Equipment described in the First Supplement are referred to herein as the "Equipment");

(C) Lessor and Lessee desire to execute and deliver this Supplement for the benefit of the Lessee to reflect Additional Equipment covered by the Second Lease Supplement;

(D) This Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument; and

(E) Capitalized terms used herein and not otherwise defined herein shall have the meanings specified in the Lease, and the rules of usage specified thereto shall apply to this Second Supplement.

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH, that in accordance with the terms of the Security Agreement, Schedule I attached hereto shall replace, in its entirety, the Schedule I attached to the Security Agreement.


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IN WITNESS WHEREOF, the parties hereto have caused this Security Agreement to be duly executed as of the day and year first above written.

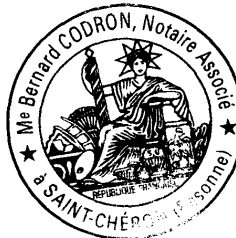
SNC FINTRACK PAMPERO, as Lessor

By 
Name: Christophe Lelong
Title: Attorney-in-fact

NATIONAL RAILROAD PASSENGER CORPORATION, as Lessee

By _____
Name:
Title:

Je soussigné M^e ...CODRON.....
Notaire associé à St Chéron, certifie
Véritable la signature Matérielle de
.....M. LELONG.....
apposée ci-dessus.
A St Chéron, le.....

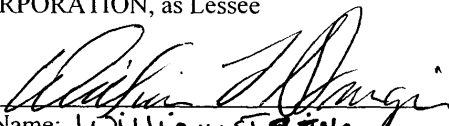


IN WITNESS WHEREOF, the parties hereto have caused this Security Agreement to be duly executed as of the day and year first above written.

SNC FINTRACK PAMPERO, as Lessor

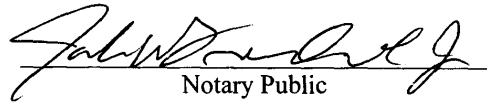
By _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION, as Lessee

By 
Name: William Stenger
Title: Acting Treasurer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 1ST day of December, 2000, before me personally appeared ^{WILLIAM}~~STRINGER~~, to me personally known, who, by me being duly sworn, says that she is the ~~Acting Treasurer~~ of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 2-14-05

SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Amtrak Equipment Numbers</u>
High-Speed Trainset Number 6 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of:	
Two (2) Power Cars	AMTK 2030 AMTK 2031
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